

ASX RELEASE

2 March 2018

Secondary Trading Notice Pursuant to Section 708A(5)(e) of the Corporations Act

MMJ PhytoTech Limited (ASX:MMJ) (the “Company”) gives this notice pursuant to section 708A(5)(e) of the Corporations Act 2001 (Cth) (“Corporations Act”).

The Company advises that it has issued securities in the capital of the Company (“Securities”) per the attached Appendix 3B.

The Company advises that the Securities were issued without disclosure to investors under Part 6D.2 of the Act.

The Company, as at the date of this notice, has complied with:

- (a) the provisions of Chapter 2M of the Act as they apply to the Company; and
- (b) section 674 of the Corporations Act.

As at the date of this notice there is no information to be disclosed which is excluded information (as defined in section 708A(7) of the Corporations Act) that is reasonable for investors and their professional advisers to expect to find in a disclosure document.

For more information, contact:**Investor Enquiries:**

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<http://www.mmjphytotech.com.au>

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

MMJ PhytoTech Limited

ABN

91 601 236 417

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | | |
|---|---|---|
| 1 | +Class of +securities issued or to be issued | Fully Paid Ordinary Shares
Class H Performance Rights
Class I Performance Rights
Class J Performance Rights |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 4,625,000 Fully Paid Ordinary Shares
2,000,000 Class H Performance Rights
2,000,000 Class I Performance Rights
2,000,000 Class J Performance Rights |
| 3 | Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | Fully paid ordinary shares, issued on the same terms and conditions as existing fully paid ordinary shares on issue.

Each Class H, I and J Performance Right, once vested entitles the holder to the issue of one fully paid ordinary share if exercised (at the election of the holder) on or before 26 February 2023. Subject to the holder remaining employed by the Company, the Performance Rights vest and become exercisable as follows: <ul style="list-style-type: none"> • Class H Performance Rights: vest immediately upon the 20 day VWAP of Shares on the ASX being at or above \$0.60 on or before 26 February 2020; • Class I Performance Rights: vest immediately upon the 20 day VWAP of Shares on the ASX being at or above \$0.80 (as adjusted for any consolidation or reconstruction of the Company's capital) on or |

+ See chapter 19 for defined terms.

before 26 February 2020; and

- Class J Performance Rights: vest immediately upon the 20 day VWAP of Shares on the ASX being at or above \$1.00 (as adjusted for any consolidation or reconstruction of the Company's capital) on or before 26 February 2020.

<p>4 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	<p>Shares – Yes</p> <p>Performance Rights – No. Each class of performance rights are a new unlisted class of security. Shares issued upon the exercise of the Performance Rights, however, will rank equally with fully paid ordinary shares on issue.</p>
<p>5 Issue price or consideration</p>	<p>Shares were issued for nil cash consideration upon the conversion of 1,625,000 Class E, 1,500,000 Class F and 1,500,000 Class G Performance Rights.</p> <p>Performance Rights were issued at \$0.0001 per Performance Right.</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>Shares were issued upon the conversion of 1,625,000 Class E, 1,500,000 Class F and 1,500,000 Class G Performance Rights.</p> <p>Performance Rights were issued as non-cash, incentive-based remuneration to the recently appointed Chief Executive Officer of the Company under the Company's shareholder-approved Performance Rights Plan.</p>
<p>6a Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i</p>	<p>Yes</p>

6b	The date the security holder resolution under rule 7.1A was passed	29 November 2017
6c	Number of +securities issued without security holder approval under rule 7.1	6,000,000 Performance Rights
6d	Number of +securities issued with security holder approval under rule 7.1A	Nil
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	Nil
6f	Number of +securities issued under an exception in rule 7.2	4,625,000 Fully Paid Ordinary Shares
6g	If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.	Nil
6h	If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	Nil
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	LR7.1 – 27,134,848 LR7.1A – 22,089,899
7	+Issue dates Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A. Cross reference: item 33 of Appendix 3B.	2 March 2018

+ See chapter 19 for defined terms.

	Number	+Class
8	220,898,985	Fully paid ordinary shares

	Number	+Class
9	9,000,000	Class C Performance Rights
	9,000,000	Class D Performance Rights
	2,500,000	Class E Performance Rights
	2,625,000	Class F Performance Rights
	2,625,000	Class G Performance Rights
	2,000,000	Class H Performance Rights
	2,000,000	Class I Performance Rights
	2,000,000	Class J Performance Rights
	350,000	Class C Options (\$0.31, 6 May 2019)
	2,500,000	Class D Options (\$0.40, 27 Jul 2018)
	500,000	Class E Options (\$0.20, 27 Jul 2018)
	7,075,000	Class F Options (\$0.45, 8 Sep 2018)
	2,537,500	Class G Options (\$0.36, 1 Mar 2019)
	719,641	Class H Options (\$0.27, 31 Jan 2020)
1,000,000	Class I Options (\$0.24, 6 Jun 2019)	
3,000,000	Class J Options (\$0.24, 1 Sep 2020)	
1,500,000	Class K Options (\$0.35, 31 Oct 2021)	

10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Unchanged
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Part 2 - Pro rata issue

11	Is security holder approval required?	
12	Is the issue renounceable or non-renounceable?	
13	Ratio in which the +securities will be offered	
14	+Class of +securities to which the offer relates	
15	+Record date to determine entitlements	

- 16 Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?
- 17 Policy for deciding entitlements in relation to fractions
- 18 Names of countries in which the entity has security holders who will not be sent new offer documents
Note: Security holders must be told how their entitlements are to be dealt with.
 Cross reference: rule 7.7.
- 19 Closing date for receipt of acceptances or renunciations
- 20 Names of any underwriters
- 21 Amount of any underwriting fee or commission
- 22 Names of any brokers to the issue
- 23 Fee or commission payable to the broker to the issue
- 24 Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders
- 25 If the issue is contingent on security holders' approval, the date of the meeting
- 26 Date entitlement and acceptance form and offer documents will be sent to persons entitled
- 27 If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders
- 28 Date rights trading will begin (if applicable)

+ See chapter 19 for defined terms.

- 29 Date rights trading will end (if applicable)
- 30 How do security holders sell their entitlements *in full* through a broker?
- 31 How do security holders sell *part* of their entitlements through a broker and accept for the balance?
- 32 How do security holders dispose of their entitlements (except by sale through a broker)?
- 33 ⁺Issue date

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

- 34 Type of ⁺securities
(tick one)
- (a) ⁺Securities described in Part 1 - Shares only
- (b) All other ⁺securities
Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

- 35 If the ⁺securities are ⁺equity securities, the names of the 20 largest holders of the additional ⁺securities, and the number and percentage of additional ⁺securities held by those holders
- 36 If the ⁺securities are ⁺equity securities, a distribution schedule of the additional ⁺securities setting out the number of holders in the categories
1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over
- 37 A copy of any trust deed for the additional ⁺securities

Entities that have ticked box 34(b)

38	Number of +securities for which +quotation is sought					
39	+Class of +securities for which quotation is sought					
40	<p>Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 					
41	<p>Reason for request for quotation now</p> <p>Example: In the case of restricted securities, end of restriction period</p> <p>(if issued upon conversion of another +security, clearly identify that other +security)</p>					
42	Number and +class of all +securities quoted on ASX (<i>including</i> the +securities in clause 38)	<table border="1"> <thead> <tr> <th data-bbox="782 1400 1085 1444">Number</th> <th data-bbox="1085 1400 1375 1444">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="782 1444 1085 1568"></td> <td data-bbox="1085 1444 1375 1568"></td> </tr> </tbody> </table>	Number	+Class		
Number	+Class					

+ See chapter 19 for defined terms.

Quotation agreement

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:

.....
Company secretary

Date: 2 March 2018

Print name: Eryn Dale

Appendix 3B – Annexure 1

Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12 Amended 04/03/13

Part 1

Rule 7.1 – Issues exceeding 15% of capital	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
Insert number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	191,360,011
<p>Add the following:</p> <ul style="list-style-type: none"> • Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2 <ul style="list-style-type: none"> 15/03/2017 2,862,500 22/03/2017 2,424,590 • Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval <ul style="list-style-type: none"> 29/03/2017 4,270,000 5/04/2017 3,875,833 • Number of partly paid +ordinary securities that became fully paid in that 12 month period <ul style="list-style-type: none"> 3/05/2017 2,539,166 9/06/2017 1,600,000 <p><i>Note:</i></p> <ul style="list-style-type: none"> • <i>Include only ordinary securities here – other classes of equity securities cannot be added</i> <ul style="list-style-type: none"> 11/09/2017 1,000,000 15/11/2017 1,598,750 • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> <ul style="list-style-type: none"> 12/12/2017 1,056,250 29/12/2017 500,000 • <i>It may be useful to set out issues of securities on different dates as separate line items</i> <ul style="list-style-type: none"> 12/01/2018 2,036,885 1/02/2018 1,150,000 2/03/2018 4,625,000 	
Subtract the number of fully paid +ordinary securities cancelled during that 12 month period	-
“A”	220,898,985

+ See chapter 19 for defined terms.

Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	33,134,848
Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used	
<p>Insert number of +equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:</p> <ul style="list-style-type: none"> • Under an exception in rule 7.2 • Under rule 7.1A • With security holder approval under rule 7.1 or rule 7.4 <p><i>Note:</i></p> <ul style="list-style-type: none"> • <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	<p>2/03/2018 6,000,000</p>
“C”	6,000,000
Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1	
“A” x 0.15 <i>Note: number must be same as shown in Step 2</i>	33,134,848
Subtract “C” <i>Note: number must be same as shown in Step 3</i>	6,000,000
Total [“A” x 0.15] – “C”	27,134,848 <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

Part 2

Rule 7.1A – Additional placement capacity for eligible entities	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
“A” <i>Note: number must be same as shown in Step 1 of Part 1</i>	220,898,985
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	22,089,899
Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used	
Insert number of +equity securities issued or agreed to be issued in that 12 month period under rule 7.1A <i>Notes:</i> <ul style="list-style-type: none"> • <i>This applies to equity securities – not just ordinary securities</i> • <i>Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	-
“E”	-

+ See chapter 19 for defined terms.

Step 4: Subtract "E" from ["A" x "D"] to calculate remaining placement capacity under rule 7.1A

"A" x 0.10	22,089,899
<i>Note: number must be same as shown in Step 2</i>	
Subtract "E"	-
<i>Note: number must be same as shown in Step 3</i>	
Total ["A" x 0.10] – "E"	22,089,899
	<i>Note: this is the remaining placement capacity under rule 7.1A</i>